KEYNOTE

25 YEARS OF CREATING VALUE THROUGH RELATIONSHIPS AND TRUST

Ref# BGL/Let -SEBI&SE/Sp(05)

December 11, 2018

The Manager - Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza" C-1, Block – G,
BKC, Bandra (East), Mumbai – 400 051

Dear Sir,

Ref : Scrip Code - BHARATGEAR

Reg : Rights Issue of up to [•] equity shares of face value of ₹ 10/- each at a price of ₹ [•] per equity share (including a premium of ₹ [•] per equity share) for an amount aggregating up to ₹ 1500.00 lakhs to the existing equity shareholders of BHARAT GEARS LIMITED ("BGL"/the "Company") in the ratio of [•] equity shares for every [•] fully paid up equity shares held on the record date, that is on [•].

This has a further reference to the Rights Issue of equity shares by Bharat Gears Limited. The Draft Letter of Offer was filed with you in terms of SEBI (ICDR) Regulations, 2018 on December 10, 2018.

In compliance with regulations 72(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, the public announcement inviting the public to give their comments on the Draft Letter of Offer was published in Financial Express (English National daily) and Jansatta (Hindi National daily and Regional language newspaper) on December 11, 2018.

We are enclosing herewith a copy of the said advertisement for your records.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,
For **Keynote Corporate Services Limited**

Uday S. Patil
Director – Investment Banking
Encl.: *a/a*

This is a public announcement for information purpose only and is not a Prospectus Announcement.
Not for publication and distribution, directly or indirectly outside India.

PUBLIC ANNOUNCEMENT

BHARAT GEARS LIMITED

Geared for Life

Bharat Gears Limited was incorporated as a public limited company under the provisions of the Companies Act, 1956 as "Bharat Gears Limited" pursuant to a certificate of incorporation dated December 23, 1971 issued by the Registrar of Companies, Delhi. For further details relating to change in the registered office address of our Company, please see "*History and Certain Corporate Matters*" on page 47 of the Draft Letter of Offer dated December 07, 2018.

Registered Office: 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad - 121 003, Haryana.
Corporate Office: 14th Floor, Hoechst House, Nariman Point, Mumbai - 400 021.
Corporate Identification No.: L29130HR1971PLC034365
Tel: +91 129 428 8888; **Contact Person:** Mr. Prashant Khattry, Company Secretary and Compliance Officer
E-mail: info@bglindia.com; **Website:** www.bharatgears.com

PROMOTERS OF OUR COMPANY: MR. SURINDER PAUL KANWAR AND MR. SAMEER KANWAR

ISSUE OF UP TO [•] EQUITY SHARES WITH A FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [•] PER EQUITY SHARE) ("RIGHTS EQUITY SHARES") FOR AN AMOUNT AGGREGATING UP TO ₹ 1,500 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF BHARAT GEARS LIMITED (THE "COMPANY" OR THE "ISSUER") IN THE RATIO OF [•] RIGHTS EQUITY SHARE FOR EVERY [•] FULLY PAID-UP EQUITY SHARE HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [•] (THE "ISSUE").

This Public Announcement is made in compliance with the provisions of Regulation 72 (2) of the Securities and Exchange Board of India(Issue of Capital & Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to inform the public that the Company is proposing subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, an issue of Equity Shares to its equity shareholders on rights basis and has on December 10, 2018 filed a Draft Letter of Offer (**"DLOF"**) with the Securities and Exchange Board of India (**"SEBI"**) at its Northern Regional Office located at 5th Floor, Bank of Baroda Building, 16 Sansad Marg, New Delhi – 110 001. Pursuant to Regulation 72(1) of the SEBI ICDR Regulations, the DLOF dated December 07, 2018 filed with SEBI on December 10, 2018 shall be made public, for comments, if any, for a period of atleast 21 days from the date of filing of the DLOF by hosting it on the website of SEBI at www.sebi.gov.in, website of Stock Exchanges, i.e BSE Limited (**"BSE"**) at www.bseindia.com and National Stock Exchange of India Limited (**"NSE"**) at www.nseindia.com, the website of Lead Manager to the Issue at www.keynoteindia.net and website of the Company at www.bharatgears.com.

The Company invites the public to give comments on the DLOF to SEBI and/or the Company Secretary and Compliance Officer of the Company and the Lead Manager to the Issue with respect to the disclosures made in the DLOF. The public is requested to send a copy of the comments to SEBI, to the Company Secretary and Compliance Officer of the Company and the Lead Manager at its address mentioned in this advertisement. All comments must be received by the Lead Manager and/or Company Secretary and Compliance Officer in relation to the Offer on or before 5:00 PM on the 21st day from the afore mentioned date of filing of the DLOF with SEBI.

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, Investors must rely on their own examination of the company and the Issue including the risks involved. The Rights Equity Shares being offered in this Issue have not been recommended or approved by Securities and Exchange Board of India (**"SEBI"**) nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Letter of Offer. **Investors are advised to refer to "*Risk Factors*" on page 15 of the draft Letter of Offer before making an investment in this Issue.**

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
KEYNOTE	LINKIntime
Keynote Corporate Services Limited The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 **Tel:** +91 22 3026 6000-3; **E-mail:** mbd@keynoteindia.net **Website:** www.keynoteindia.net **Contact Person:** Ms. Pooja Sanghvi/ Mr. Akhil Mohod **SEBI Registration No:** INM 000003606	**Link Intime India Private Limited** C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 **Tel:** +91 22 4918 6200; **E-mail:** bharatgears.rights@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Mr. Sumeet Deshpande **SEBI Registration No.:** INR 000004058

All capitalised terms used and not specifically defined herein shall have the same meaning ascribed to them in the DLOF.

For **Bharat Gears Limited**
On behalf of the Board of Directors
Sd/-
Prashant Khattry
Company Secretary and Compliance Officer

Date : December 10, 2018
Place : Faridabad, Haryana

This Public Announcement is for information purpose only and is not an offer to buy any securities and does not constitute an offer to sell securities in any jurisdiction or in any circumstances in which such offer is unlawful. The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (**"Securities Act"**) and may not be offered or sold within the United States as defined in Regulation S under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

CONCEPT